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REGULATORY AUTH.

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OFFICE OF THE
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CITIZENS PLAZA
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WRITER'S DIRECT DIAL NUMBER

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March 21, 2000

Mr. Richard Collier, Pre-Hearing Officer
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243

RE: Application of Memphis Networx, LLC, for a Certificate of Public Convenience and Necessity to Provide Intrastate Telecommunication Services and Joint Petition of Memphis Light Gas & Water Division, a Division of the City of Memphis, Tennessee ("MLGW") and A&L Networks-Tennessee, LLC ("A&L"), for Approval of Agreement between MLGW and A&L regarding Joint Ownership of Memphis Networx, LLC, TRA Docket No. 99-00909

Dear Richard:

Henry Walker, counsel for NEXTLINK ("Intervenor"), in the above-styled proceeding wrote a letter to you on March 16, 2000 requesting that nine individuals who he describes as "employees of the Applicant and Joint Petitioners" be available for cross-examination at the hearing and, if necessary to secure their attendance, requesting that the TRA issue subpoenas.

The Applicant and Joint Petitioners oppose and object to this request in the strongest possible terms. First, not only is there no adequate basis demonstrated for this request, there is no basis whatsoever cited in the request for imposing such burdens on these individuals and the Applicant and Joint Petitioners. Second, Intervenor has already submitted eighteen data requests to the Applicant and Joint Petitioners and has received those responses with exhibits together with responses to fifty-eight requests from another intervenor as well as the exhibits that accompanied those responses. Applicant and Joint Petitioners on February 4, 2000 filed responses to TRA data requests and submitted pre-filed testimony. Applicant and Joint Petitioners have been fully

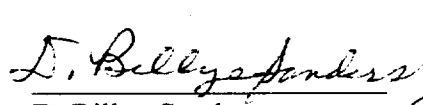
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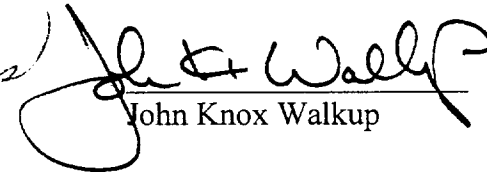
Mr. Richard Collier, Pre-Hearing Officer
March 21, 2000
Page 2

responsive to this intervenor, other intervenors, and the TRA. Third, the Applicant and Joint Petitioner intend to file rebuttal testimony to address issues and matters raised in this proceeding. Finally, this is an extremely burdensome and perhaps unprecedented request that could prolong TRA proceedings for no articulated purpose and impose unreasonable demands on nine individuals. Consistent with the procedural schedule established in this proceeding, the matter should be heard without granting the extraordinary and inappropriate request of this intervenor.

For these and other reasons, we ask that the request be denied.

Sincerely,

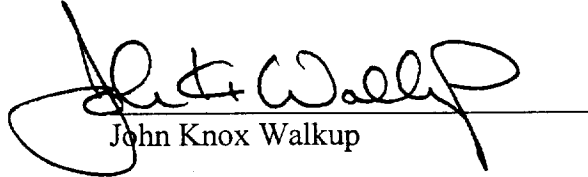

D. Billye Sanders


John Knox Walkup

JKW/maw

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the this document was forwarded to all parties of this concern, by U.S. mail, postage prepaid, on this 21st day of March, 2000.


John Knox Walkup

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**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

RECEIVED
REGULATORY DIV.
'00 MAR 21 PM 4 11
OFFICE OF THE
EXECUTIVE SECRETARY

IN RE:

**APPLICATION OF MEMPHIS NETWORK, LLC
FOR A CERTIFICATE OF PUBLIC CONVENIENCE
AND NECESSITY TO PROVIDE INTRASTATE
TELECOMMUNICATION SERVICES AND JOINT
PETITION OF MEMPHIS LIGHT GAS & WATER
DIVISION, A DIVISION OF THE CITY OF
MEMPHIS, TENNESSEE ("MLGW") AND A&L
NETWORKS-TENNESSEE, LLC ("A&L") FOR
APPROVAL OF AGREEMENT BETWEEN MLGW
AND A&L REGARDING JOINT OWNERSHIP OF
MEMPHIS NETWORK, LLC.**

DOCKET NO. 99-00909

RESPONSE TO REQUEST TO CONDUCT DISCOVERY DEPOSITIONS

Memphis Network, LLC ("Applicant") and Memphis Light Gas and Water Division ("MLGW") and A&L Networks-Tennessee, LLC ("A&L"), having received notice on Friday afternoon, March 17, 2000 that Time Warner Telecom of the Mid-South, L.P., Time Warner Communications of the Mid-South, and the Tennessee Cable Telecommunications Association ("Intervenors") are requesting that five individuals who have worked on behalf of the parties to the Application and Joint Petition be made available for discovery depositions the week of March 20th, do now respond to that request by objecting to and opposing that request and asking that it be denied. In support of its opposition to the request, Applicant and Joint Petitioners, MLGW and A&L, state as follows:

1. The application and joint petition was filed on November 24, 1999. It was supplemented on January 11, 2000 and pre-filed testimony was filed on February 4, 2000.
2. On February 15, 2000, the Intervenors filed petitions to intervene.

3. On February 17 and February 22, 2000, pre-hearing conferences were held resulting in a pre-hearing schedule acceptable to all parties. That schedule was approved by the Tennessee Regulatory Authority on March 14, 2000.

4. Throughout the two afternoons of the pre-hearing conference, no request was made by any party, including Intervenors, that a period be set aside for depositions and, indeed, no provision was made for depositions in that schedule.

5. Intervenors have obtained very substantial discovery from Applicant and Joint Petitioners. In December, 1999, MLGW responded to a public records request by counsel for one of the Intervenors and produced thousands of pages of public records. Another of these Intervenors submitted a data request consisting of fifty-eight questions which were answered with exhibits attached.

6. The only reason asserted for the need for the depositions is that the data responses and application allegedly contain "inconsistencies" with the material produced in response to the public records request. Such an unsupported assertion is not adequate cause for granting a request of this magnitude.

7. Without conceding in any way that inconsistencies exist, the Applicant and Joint Petitioners intend to file rebuttal testimony to address issues and matters raised in this proceeding. The depositions requested are simply not necessary to the disposition of this matter. To the contrary, such depositions raise the prospect of additional delay beyond the 126 days that will have elapsed between filing and hearing dates.

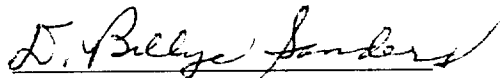
8. The addition of five depositions to be scheduled less than ten days prior to the TRA-established date for the hearing is inconsistent with the pre-hearing schedule approved by the TRA and is unreasonable and burdensome to the Applicant and Joint Petitioners.

9. This deposition request, its timing and scope, in light of the schedule approved by the TRA raises substantial questions about the good faith of the Intervenors and their commitment to the TRA schedule.

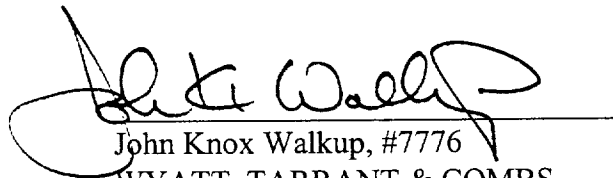
10. Applicant and Joint Petitioners submit that the Intervenors have failed to demonstrate an adequate basis for granting the request for depositions.

THEREFORE, for the foregoing reasons, Applicant and Joint Petitioners respectfully request that the Request for Depositions be denied.

Respectfully submitted,



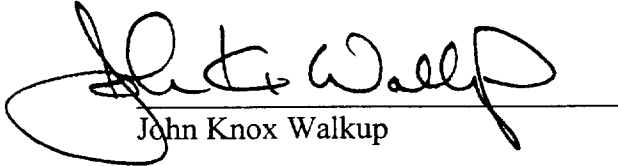
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Attorney for A&L Networks-Tennessee
and Memphis Networkx, LLC

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the **RESPONSE TO REQUESTS TO CONDUCT DISCOVERY DEPOSITIONS** was forwarded to all parties of this concern, by U.S. mail, postage prepaid, on this 21st day of March, 2000.


John Knox Walkup

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